

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

NEW ENGLAND CARPENTERS HEALTH
BENEFITS FUND; PIRELLI ARMSTRONG
RETIREE MEDICAL BENEFITS TRUST;
TEAMSTERS HEALTH & WELFARE FUND
OF PHILADELPHIA AND VICINITY;
PHILADELPHIA FEDERATION OF
TEACHERS HEALTH AND WELFARE
FUND; DISTRICT COUNCIL 37; AFSCME -
HEALTH & SECURITY PLAN; JUNE
SWAN; MAUREEN COWIE and BERNARD
GORTER,

Plaintiffs,

v.

FIRST DATABANK, INC., a Missouri
corporation; and McKESSON
CORPORATION, a Delaware corporation,

Defendants.

C.A. No. 1:05-CV-11148-PBS

MOTION FOR LEAVE TO FILE UNDER SEAL

Plaintiffs, by their attorneys, respectfully move this Court for leave to file under seal the following pleadings and other materials: (1) Plaintiffs' Supplement to the Class Certification Record; and (2) Declaration of Steve W. Berman in Support of Plaintiffs' Supplement to the Class Certification Record.

The foregoing items include or reference copies of documents and/or excerpts from documents that certain defendants have identified as "CONFIDENTIAL" or "HIGHLY CONFIDENTIAL" pursuant to the terms of the April 11, 2005 Protective Order. Also, the foregoing items reference information contained in documents designated by certain defendants as "CONFIDENTIAL" or "HIGHLY CONFIDENTIAL." In addition, the foregoing items not only quote extensively from and/or attach documents that certain defendants have designated as

“CONFIDENTIAL” or “HIGHLY CONFIDENTIAL,” but also they include references to pricing data that defendants likely believe to be highly proprietary in nature.

Paragraph 14 of the Protective Order mandates that any document or pleading containing material such as that referenced above be filed under seal. Plaintiffs hereby seek to comply with the terms of the Protective Order. Plaintiffs do not agree that these materials should be deemed highly confidential but must comply with the Protective Order. Plaintiffs plan to move to unseal these documents.

WHEREFORE, Plaintiffs respectfully request that this Court grant them leave to file the foregoing listed materials under seal.

COMPLIANCE WITH L.R. 7.2

Plaintiffs have consulted with some of the parties who designated those documents as confidential and said parties insist on maintaining these designations.

DATED: July 26, 2007

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CERTIFICATE OF SERVICE

I hereby certify that a true copy of the above document was served upon the attorney of record for each other party through the Court's electronic filing service on July 26, 2007.

/s/ Steve W. Berman
Steve W. Berman

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[PROPOSED] ORDER GRANTING PLAINTIFFS'
MOTION FOR LEAVE TO FILE UNDER SEAL

THIS MATTER is before the Court on Plaintiffs' motion for leave to file under seal. The Court, having considered all pleadings in support and in opposition thereto, and being fully advised in the premises, hereby

GRANTS Plaintiffs' motion for leave to file under seal the following items:

1. Plaintiffs' Supplement to the Class Certification Record; and
2. Declaration of Steve W. Berman in Support of Plaintiffs' Supplement to the Class Certification Record.

IT IS SO ORDERED without prejudice to Plaintiffs right to move to unseal these.

DATED: _____

Hon. Patti B. Saris
United States District Court Judge

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the above document was served upon the attorney of record for each other party through the Court's electronic filing service on July 26, 2007.

/s/ Steve W. Berman
Steve W. Berman